

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |  |  |
|---|--|--|
| <b>In re:</b><br><br><b>W. R. GRACE &amp; CO., et al.,</b><br><br><i>Debtors.</i> | <b>§</b><br><b>§</b><br><b>§</b><br><b>§</b><br><b>§</b><br><b>§</b><br><b>§</b> | <b>Chapter 11</b><br><br><b>Case No. 01-01139 (JKF)</b><br><br><b>Jointly Administered</b><br><br><b>Objection Deadline: 5/19/2014; 4:00 PM ET</b><br><b>Hearing Date: TBD</b> |
|---|--|--|

**AMENDED FINAL APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS**

TO THE HONORABLE JUDGE OF SAID COURT:

COMES NOW, Alan B. Rich, Esq., pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Amended Interim Compensation Order"), the First Amended Plan of Reorganization, and Del. Bankr. LR 2016-2, and hereby applies for a final order allowing him (i) compensation in the amount of \$1,461,195.50 for the reasonable and necessary legal services he has rendered to Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of

Demands, and (ii) reimbursement of actual and necessary expenses that he has incurred in the amount of \$81,420.85, for a total of \$1,542,616.35, or one hundred percent (100%) of all compensation and expense reimbursement requested for the period since his retention thorough the Effective Date, (the "Final Fee Application"), and in support of this Final Fee Application, would respectfully show as follows:<sup>1</sup>

**I.**

**SUMMARY**

|   |   |
|---|---|
| Name of Applicant:  | Alan B. Rich, Esq.  |
| Authorized to Provide Services To:                                | Judge Alexander M. Sanders, Jr.,<br>Legal Representative for Future Asbestos-<br>Related Property Damage Claimants<br>and Holders of Demands                          |
| Date of Retention:  | September 29, 2008 ( <i>nunc pro tunc</i> )   |
| Period for Which Compensation<br>and Reimbursement is Sought:     | September 29, 2008 to February 4, 2014  |
| Amount of Fees Sought as Actual<br>Reasonable and Necessary:      | \$1,461,195.50  |
| Amount of Expenses Sought as<br>Actual, Reasonable and Necessary: | \$81,420.85   |
| This is a(n):   | <input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Quarterly <input type="checkbox"/> Interim <input checked="" type="checkbox"/> Final Application |

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<sup>1</sup> This Final Fee Application also incorporates and constitutes the Quarterly Fee Application for the 52<sup>nd</sup> (partial) Quarterly Period of January 1, 2014 to February 4, 2014.

PRIOR APPLICATIONS

| Date Filed | Period Covered          | Requested Fees <sup>2</sup> | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008  | \$5,796.00                  | \$693.50           | Paid           | Paid               |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00                 | \$3,821.18         | Paid           | Paid               |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00                 | \$4,010.79         | Paid           | Paid               |
| 1/2/2009   | 12/1/2008 to 12/31/2008 | \$18,510.00                 | \$1,482.39         | Paid           | Paid               |
| 2/1/2009   | 1/1/2009 to 1/31/2009   | \$31,740.00                 | \$2,717.34         | Paid           | Paid               |
| 3/2/2009   | 2/1/2009 to 2/28/2009   | \$32,614.00                 | \$2,420.56         | Paid           | Paid               |
| 4/2/2009   | 3/1/2009 to 3/31/2009   | \$27,186.00                 | \$4,556.30         | Paid           | Paid               |
| 5/5/2009   | 4/1/2009 to 4/30/2009   | \$25,898.00                 | \$2,612.62         | Paid           | Paid               |
| 6/2/2009   | 5/1/2009 to 5/31/2009   | \$56,304.00                 | \$5,301.01         | Paid           | Paid               |
| 7/1/2009   | 6/1/2009 to 6/30/2009   | \$56,902.00                 | \$7,769.09         | Paid           | Paid               |
| 8/22/2009  | 7/1/2009 to 7/31/2009   | \$40,296.00                 | \$4,279.60         | Paid           | Paid               |
| 9/1/2009   | 8/1/2009 to 8/31/2009   | \$56,442.00                 | \$6,484.97         | Paid           | Paid               |
| 10/1/2009  | 9/1/2009 to 9/30/2009   | \$65,184.00                 | \$6,064.05         | Paid           | Paid               |
| 11/1/2009  | 10/1/2009 to 10/31/2009 | \$28,848.00                 | \$2,337.16         | Paid           | Paid               |
| 12/1/2009  | 11/1/2009 to 11/30/2009 | \$16,176.00                 | \$10.35            | Paid           | Paid               |
| 1/3/2010   | 12/1/2009 to 12/31/2009 | \$7,200.00                  | \$194.00           | Paid           | Paid               |

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<sup>2</sup> At 80% of the total incurred.

|           |                            |             |            |      |      |
|-----------|----------------------------|-------------|------------|------|------|
| 2/1/2010  | 1/1/2010 to<br>1/31/2010   | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010  | 2/1/2010 to<br>2/28/2010   | \$7,392.00  | \$187.00   | Paid | Paid |
| 4/1/2010  | 3/1/2010 to<br>3/31/2010   | \$7,200.00  | \$150.56   | Paid | Paid |
| 5/3/2010  | 4/1/2010 to<br>4/30/2010   | \$11,040.00 | \$805.28   | Paid | Paid |
| 6/1/2010  | 5/1/2010 to<br>5/31/2010   | \$5,808.00  | \$44.00    | Paid | Paid |
| 7/1/2010  | 6/1/2010 to<br>6/30/2010   | \$9,792.00  | \$779.81   | Paid | Paid |
| 8/2/2010  | 7/1/2010 to<br>7/31/2010   | \$7,824.00  | \$208.00   | Paid | Paid |
| 9/1/2010  | 8/1/2010 to<br>8/31/2010   | \$4,272.00  | \$273.00   | Paid | Paid |
| 10/1/2010 | 9/1/2010 to<br>9/30/2010   | \$6,672.00  | \$30.00    | Paid | Paid |
| 11/1/2010 | 10/1/2010 to<br>10/31/2010 | \$3,408.00  | \$44.00    | Paid | Paid |
| 12/1/2010 | 11/1/2010 to<br>11/30/2010 | \$6,012.00  | \$0        | Paid | Paid |
| 1/3/2011  | 12/1/2010 to<br>12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011  | 1/1/2011 to<br>1/31/2011   | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011  | 2/1/2011 to<br>2/28/2011   | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011  | 3/1/2011 to<br>3/31/2011   | \$10,660.00 | \$201.00   | Paid | Paid |
| 5/2/2011  | 4/1/2011 to<br>4/30/2011   | \$13,364.00 | \$44.00    | Paid | Paid |
| 6/1/2011  | 5/1/2011 to<br>5/31/2011   | \$22,932.00 | \$243.05   | Paid | Paid |
| 7/1/2011  | 6/1/2011 to<br>6/30/2011   | \$18,824.00 | \$533.60   | Paid | Paid |
| 8/1/2011  | 7/1/2011 to<br>7/31/2011   | \$10,088.00 | \$0        | Paid | Paid |

|           |                         |             |            |      |      |
|-----------|-------------------------|-------------|------------|------|------|
| 9/1/2011  | 8/1/2011 to 8/31/2011   | \$6,708.00  | \$20.88    | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011   | \$6,500.00  | \$0        | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00  | \$0        | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00  | \$0        | Paid | Paid |
| 1/3/2012  | 12/1/2011 to 12/31/2011 | \$3,484.00  | \$30.00    | Paid | Paid |
| 2/1/2012  | 1/1/2012 to 1/31/2012   | \$8,372.00  | \$0        | Paid | Paid |
| 3/5/2012  | 2/1/2012 to 2/29/2012   | \$13,312.00 | \$30.00    | Paid | Paid |
| 4/2/2012  | 3/1/2012 to 3/31/2012   | \$8,060.00  | \$0        | Paid | Paid |
| 5/3/2012  | 4/1/2012 to 4/30/2012   | \$8,628.00  | \$637.84   | Paid | Paid |
| 6/1/2012  | 5/1/2012 to 5/31/2012   | \$18,450.00 | \$1,613.72 | Paid | Paid |
| 7/2/2012  | 6/1/2012 to 6/30/2012   | \$21,164.00 | \$1,753.72 | Paid | Paid |
| 8/1/2012  | 7/1/2012 to 7/31/2012   | \$22,400.00 | \$565.23   | Paid | Paid |
| 9/4/2012  | 8/1/2012 to 8/31/2012   | \$17,808.00 | \$0.00     | Paid | Paid |
| 10/1/2012 | 9/1/2012 to 9/30/2012   | \$5,992.00  | \$0.00     | Paid | Paid |
| 11/1/2012 | 10/1/2012 to 10/31/2012 | \$8,120.00  | \$30.00    | Paid | Paid |
| 12/4/2012 | 11/1/2012 to 11/30/2012 | \$12,880.00 | \$0.00     | Paid | Paid |
| 1/2/2013  | 12/1/2012 to 12/31/2012 | \$17,696.00 | \$339.28   | Paid | Paid |
| 2/1/2013  | 1/1/2013 to 1/31/2013   | \$28,168.00 | \$393.21   | Paid | Paid |
| 3/1/2013  | 2/1/2013 to 2/28/2013   | \$10,640.00 | \$344.94   | Paid | Paid |

|           |                         |             |            |      |      |
|-----------|-------------------------|-------------|------------|------|------|
| 4/1/2013  | 3/1/2013 to 3/31/2013   | \$11,872.00 | \$0.00     | Paid | Paid |
| 5/1/2013  | 4/1/2013 to 4/30/2013   | \$10,024.00 | \$26.50    | Paid | Paid |
| 6/2/2013  | 5/1/2013 to 5/31/2013   | \$18,704.00 | \$1,289.82 | Paid | Paid |
| 7/1/2013  | 6/1/2013 to 6/30/2013   | \$34,980.00 | \$3,478.25 | Paid | Paid |
| 8/1/2013  | 7/1/2013 to 7/31/2013   | \$11,940.00 | \$287.83   | Paid | Paid |
| 9/3/2013  | 8/1/2013 to 8/31/2013   | 8,220.00    | \$30.00    | Paid | Paid |
| 10/1/2013 | 9/1/2013 to 9/30/2013   | \$11,100.00 | \$0.00     | Paid | Paid |
| 11/1/2013 | 10/1/2013 to 10/31/2013 | \$5,820.00  | \$0.00     | Paid | Paid |
| 12/2/2013 | 11/1/2013 to 11/30/2013 | \$9,240.00  | \$0.00     | Paid | Paid |
| 1/2/2014  | 12/1/2013 to 12/31/2013 | \$15,000.00 | \$679.48   | Paid | Paid |
| 2/2/2014  | 1/1/2014 to 1/31/2014   | \$43,860.00 | \$3,485.67 | Paid | Paid |
| 3/2/2014  | 2/1/2014 to 2/3/2014    | \$10,800.00 | \$1,750.44 | Paid | Paid |

Alan B. Rich is the only attorney providing services to the Property Damage FCR in this case. Mr. Rich has practiced law for 29 years, and his current billing rate is \$750 per hour. In the 52<sup>nd</sup> Quarterly Period, Mr. Rich billed 108.8 hours,<sup>3</sup> for a total amount billed of \$68,325.00, of which 80% (\$54,660.00) has already been paid. All expenses for the 52<sup>nd</sup> Quarterly Period, \$5,236.11, have been billed and paid. Therefore, the amount not yet approved for the 52<sup>nd</sup> Quarterly Period on an **interim** basis or paid is \$13,665.00 in fees.

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<sup>3</sup> Actual Non-Productive travel time, if any, is included in this figure, although it was billed at 50% of the actual time incurred.

During the scope of his entire retention, from September 29, 2008 to February 4, 2014, Mr. Rich billed 2819.9 hours,<sup>4</sup> for a total amount billed of \$1,461,195.50, of which 100% has been paid through December 31, 2013 (excepting the 20% portion held-back for the 52<sup>nd</sup> Quarterly Period, detailed in the prior paragraph, in the amount of \$13,665.00). During the Chapter 11 case, \$81,420.85 in expenses has been incurred and has been paid. The time for preparation of this Final Fee Application will be billed directly to the reorganized debtor.

COMPENSATION BY PROJECT CATEGORY (52<sup>nd</sup> Quarter only)

| Project Category | Hours        | Amount             |
|------------------|--------------|--------------------|
| Confirmation     | 69.0         | \$51,750.00        |
| Fee Applications | 4.4          | \$3,300.00         |
| Travel           | 35.4 (@100%) | \$13,275.00 (@50%) |
| <b>TOTAL</b>     | <b>108.8</b> | <b>\$68,325.00</b> |

EXPENSE SUMMARY (52<sup>nd</sup> Quarter only)

| Description  | Expense           |
|--------------|-------------------|
| Travel       | \$5,206.11        |
| Courtcall    | \$30.00           |
| <b>TOTAL</b> | <b>\$5,236.11</b> |

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<sup>4</sup> Actual Non-Productive travel time, if any, is included in this figure, although it was billed at 50% of the actual time incurred.

COMPENSATION BY PROJECT CATEGORY (FINAL, including 52<sup>nd</sup> Quarter)

| Project Category    | Hours          |
|---------------------|----------------|
| Confirmation        | 1905.1         |
| Fee Applications    | 209.1          |
| Business Operations | 18.9           |
| Travel              | 686.8          |
| TOTAL HOURS         | 2817.4         |
| TOTAL FEES          | \$1,461,195.50 |

EXPENSE SUMMARY (FINAL, including 52<sup>nd</sup> Quarter)

| Description         | Expense     |
|---------------------|-------------|
| Travel              | \$75,896.09 |
| Conference Calling  | \$1,008.50  |
| Pro Hac Vice fees   | \$25.00     |
| Postage/Delivery    | \$126.75    |
| Copies              | \$342.10    |
| Court Call          | \$1,011.50  |
| Electronic Research | \$3,010.91  |
| TOTAL               | \$81,420.85 |

**II.****APPLICATION**

1. On April 2, 2001 , (the "Petition Date") each of the Debtors filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally



consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors-in-possession pursuant to sections 1107(a) and 1108 of the United States Bankruptcy Code. The Plan has been confirmed and is now on appeal to the Third Circuit.

2. On May 3, 2001, the Court entered an Interim Compensation Order, as amended by the Amended Interim Compensation Order, establishing procedures for monthly compensation and reimbursement of expenses of professionals (each such application, a "Monthly Fee Application"), and whereby any notice party listed in the Amended Interim Compensation Order may object to such Monthly Fee Application. If no notice party objects to professional's Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and one hundred percent (100%) of the expenses requested, subject to the filing and approval of the interim and final fee applications of the professional.

3. Furthermore, and also pursuant to the Amended Interim Compensation Order, within forty-five (45) days of the end of each quarter, professionals are required to file and serve, upon the notice parties, a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application, less any amounts previously paid in connection with the Monthly Fee Applications. Any

payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application. This Court also entered an Order imposing an Administrative Bar Date of May 5, 2014, requiring that Final Fee Applications be filed by that date. Since the quarterly application for the period of January 1, 2014 to March 31, 2014 (the Effective Date was February 4, 2014) would otherwise not have been due until May 15, 2014, it is incorporated into this Final Fee Application.

4. By an order of this Court, the PD FCR was authorized to retain Alan B. Rich as his counsel, effective as of September 29, 2008 (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Rich at his hourly rate charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that he incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. This is the Final Fee Application of Alan B. Rich, which is submitted in accordance with the Administrative Bar Date Order, and the Amended Interim Compensation Order, and also contains Rich's Quarterly Fee Application for the 52<sup>nd</sup> Quarter covering the quarterly period of January 1, 2014 through February 4, 2014.

6. Rich has filed with the Court the following Monthly Fee Applications for interim compensation during this Chapter 11 Case:

(a) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the First Monthly Interim Period from September 29, 2008 Through September 30, 2008, seeking \$5,796.00 in fees (80% of \$7,245.00) and \$693.50 in expenses;

(b) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Second Monthly Interim Period from October 1, 2008 Through October 31, 2008, seeking \$24,380.00 in fees (80% of \$30,475.00) and \$3,821.18 in expenses;

(c) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Third Monthly Interim Period from November 1, 2008 Through November 30, 2008, seeking \$35,326.00 in fees (80% of \$44,045.00) and \$4,010.79 in expenses;

(d) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fourth Monthly Interim Period from December 1, 2008 Through December 31, 2008, seeking \$18,510.00 in fees (80% of \$22,367.50) and \$1,482.39 in expenses;

(e) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifth Monthly Interim Period from January 1, 2009 Through January 31, 2009, seeking \$31,740.00 in fees (80% of \$39,675.00) and \$2,717.34 in expenses;

(f) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixth Monthly Interim Period from February 1, 2009 Through February 28, 2009, seeking \$32,614.00 in fees (80% of \$40,767.50) and \$2,420.56 in expenses;

(g) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Seventh Monthly Interim Period from March 1, 2009 Through March 31, 2009, seeking \$27,186.00 in fees (80% of \$33,982.50) and \$4,556.30 in expenses;

(h) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Eighth Monthly Interim Period from April 1, 2009 Through April 30, 2009, seeking \$25,898.00 in fees (80% of \$32,372.50) and \$2,612.62 in expenses;

(i) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Ninth Monthly Interim Period from May 1, 2009 Through May 31, 2009, seeking \$56,304.00 in fees (80% of \$70,380.00) and \$5,301.01 in expenses;

(j) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Tenth Monthly Interim Period from June 1, 2009 Through June 30, 2009, seeking \$56,902.00 in fees (80% of \$71,127.50) and \$7,769.09 in expenses;<sup>5</sup>

(k) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Eleventh Monthly Interim Period from July 1, 2009 Through July 31, 2009, seeking \$40,296.00 in fees (80% of \$50,370.00) and \$4,279.60 in expenses;

(l) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twelfth Monthly Interim Period from August 1, 2009 Through August 31, 2009, seeking \$56,442.00 in fees (80% of \$70,552.50) and \$6,484.97 in expenses;

(m) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirteenth Monthly Interim Period from September 1, 2009 Through September 30, 2009, seeking \$65,184.00 in fees (80% of \$81,480.00) and \$6,064.05 in expenses;

(n) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fourteenth Monthly Interim Period from October 1, 2009 Through October 31, 2009, seeking \$28,848.00 in fees (80% of \$36,060.00) and \$2,337.16 in expenses;

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<sup>5</sup> A Mathematical error identified by the fee auditor in the amount of \$1,437.50, representing a miscalculation of 2.5 hours, was reduced from the amount sought in the 33<sup>rd</sup> Quarter. The amount shown here is that amount requested before the reduction. The reduction is reflected in the total amounts on the charts on page 8 above.

(o) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifteenth Monthly Interim Period from November 1, 2009 Through November 30, 2009, seeking \$16,176.00 in fees (80% of \$20,220.00) and \$10.35 in expenses;

(p) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixteenth Monthly Interim Period from December 1, 2009 Through December 31, 2009, seeking \$7,200.00 in fees (80% of \$9,000.00) and \$194.00 in expenses;

(q) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Seventeenth Monthly Interim Period from January 1, 2010 Through January 31, 2010, seeking \$29,088.00 in fees (80% of \$36,360.00) and \$2,415.28 in expenses;

(r) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Eighteenth Monthly Interim Period from February 1, 2010 Through February 28, 2010, seeking \$7,397.00 in fees (80% of \$9,240.00) and \$187.00 in expenses;

(s) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Nineteenth Monthly Interim Period from March 1, 2010 Through March 31, 2010, seeking \$7,200.00 in fees (80% of \$9,000.00) and \$150.56 in expenses;

(t) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twentieth Monthly Interim Period from April 1, 2010 Through April 30, 2010, seeking \$11,040.00 in fees (80% of \$13,800.00) and \$805.28 in expenses;

(u) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-First Monthly Interim Period from May 1, 2010 Through May 31, 2010, seeking \$5,808.00 in fees (80% of \$7,260.00) and \$44.00 in expenses;

(v) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Second Monthly Interim Period from June 1, 2010 Through June 30, 2010, seeking \$9,792.00 in fees (80% of \$12,240.00) and \$779.81 in expenses;

(w) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Third Monthly Interim Period from July 1, 2010 Through July 31, 2010, seeking \$7,824.00 in fees (80% of \$9,780.00) and \$208.00 in expenses;

(x) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Fourth Monthly Interim Period from August 1, 2010 Through August 31, 2010, seeking \$4,272.00 in fees (80% of \$5,340.00) and \$273.00 in expenses;

(y) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Fifth Monthly Interim Period from September 1, 2010 Through September 30, 2010, seeking \$6,672.00 in fees (80% of \$8,340.00) and \$30.00 in expenses;

(z) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Sixth Monthly Interim Period from October 1, 2010 Through October 31, 2010, seeking \$3,408.00 in fees (80% of \$4,260.00) and \$44.00 in expenses;

(aa) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Seventh Monthly Interim Period from November 1, 2010 Through November 30, 2010, seeking \$6,012.00 in fees (80% of \$7,515.00) and \$0 in expenses;

(bb) Amended Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Eighth Monthly Interim Period from December 1, 2010 Through December 31, 2010, seeking \$13,572.00 in fees (80% of \$16,965.00) and \$1,146.02 in expenses;<sup>6</sup>

(cc) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Twenty-Ninth Monthly Interim Period from January 1, 2011 Through January 31, 2011, seeking \$13,416.00 in fees (80% of \$16,770.00) and \$1,247.19 in expenses;

(dd) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirtieth Monthly Interim Period from February 1, 2011 Through February 28, 2011, seeking \$17,992.00 in fees (80% of \$22,490.00) and \$1,509.34 in expenses;

(ee) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-First Monthly Interim Period from March 1, 2011 Through March 31, 2011, seeking \$10,660.00 in fees (80% of \$13,325.00) and \$201.00 in expenses;

(ff) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Second Monthly Interim Period from April 1, 2011 Through April 30, 2011, seeking \$13,364.00 in fees (80% of \$16,705.00) and \$44.00 in expenses;

(gg) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Third Monthly Interim Period from May 1, 2011 Through May 31, 2011, seeking \$22,932.00 in fees (80% of \$28,665.00) and \$243.05 in expenses;

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<sup>6</sup> A *de minimus* mathematical error identified by the fee auditor in the amount of \$25.00 was reduced from the amount sought in the 39<sup>th</sup> Quarter. The amount shown here is that amount requested before the reduction. The reduction is reflected in the total amounts on the charts on page 8 above.

(hh) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Fourth Monthly Interim Period from June 1, 2011 Through June 30, 2011, seeking \$18,824.00 in fees (80% of \$23,530.00) and \$533.60 in expenses;

(ii) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Fifth Monthly Interim Period from July 1, 2011 Through July 31, 2011, seeking \$10,088.00 in fees (80% of \$12,610.00);

(jj) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Sixth Monthly Interim Period from August 1, 2011 Through August 31, 2011, seeking \$6,708.00 in fees (80% of \$8,385.00) and \$20.88 in expenses;

(kk) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Seventh Monthly Interim Period from September 1, 2011 Through September 30, 2011, seeking \$6,500.00 in fees (80% of \$8,125.00);

(ll) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Eighth Monthly Interim Period from October 1, 2011 Through October 31, 2011, seeking \$6396.00 in fees (80% of \$7,995.00);

(mm) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Thirty-Ninth Monthly Interim Period from September 1, 2011 Through September 30, 2011, seeking \$6,084.00 in fees (80% of \$7,605.00);

(nn) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fortieth Monthly Interim Period from December 1, 2011 Through December 31, 2011, seeking \$3,484.00 in fees (80% of \$4,355.00) and \$30.00 in expenses;



(oo) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-First Interim Period from January 1, 2012 Through January 31, 2012, seeking \$8,372.00 in fees (80% of \$10,465.00);

(pp) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Second Monthly Interim Period from February 1, 2012 Through February 29, 2012, seeking \$13,312.00 in fees (80% of \$16,640.00), and \$30.00 in expenses;

(qq) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Third Monthly Interim Period from March 1, 2012 Through March 31, 2012, seeking \$8,060.00 in fees (80% of \$10,075.00);

(rr) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Fourth Interim Period from April 1, 2012 Through April 30, 2012, seeking \$8,628.00 (80% of \$10,335.00) in fees and expenses in the amount of \$637.84;

(ss) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Fifth Monthly Interim Period from May 1, 2012 Through May 31, 2012, seeking \$18,460.00 (80% of \$23,075.00) in fees and expenses in the amount of \$1,613.72;

(tt) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Sixth Monthly Interim Period from June 1, 2012 Through June 30, 2012, seeking \$21,164.00 (80% of \$26,455.00) in fees and expenses in the amount of \$1,753.72;

(uu) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Seventh Interim Period from July 1, 2012 Through July 31, 2012, seeking \$22,400.00 (80% of \$28,000.00) in fees and expenses in the amount of \$565.23;

(vv) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Eighth Monthly Interim Period from August 1, 2012 Through August 31, 2012, seeking \$17,808.00 (80% of \$22,260.00) in fees;

(ww) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Forty-Ninth Monthly Interim Period from September 1, 2012 Through September 30, 2012, seeking \$5,992.00 (80% of \$7,490.00) in fees;

(xx) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fiftieth Interim Period from October 1, 2012 Through October 31, 2012, seeking \$8,120.00 (80% of \$10,150.00) in fees and expenses in the amount of \$30.00;

(yy) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-First Monthly Interim Period from November 1, 2012 Through November 30, 2012, seeking \$12,880.00 (80% of \$16,100.00) in fees;

(zz) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifth-Second Monthly Interim Period from December 1, 2012 Through December 31, 2012, seeking \$17,696.00 (80% of \$22,120.00) in fees and expenses in the amount of \$339.28;

(aaa) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-Third Interim Period from January 1, 2013 Through January 31, 2013, seeking \$28,168.00 (80% of \$35,210.00) in fees and expenses in the amount of \$393.21;

(bbb) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-Fourth Monthly Interim Period from February 1, 2013 Through February 28, 2013, seeking \$10,640.00 (80% of \$13,300.00) in fees and expenses in the amount of \$344.94;

(ccc) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifth-Fifth Monthly Interim Period from March 1, 2013 Through March 31, 2013, seeking \$11,872.00 (80% of \$14,840.00) in fees;

(ddd) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-Sixth Interim Period from April 1, 2013 Through April 30, 2013, seeking \$10,024.00 (80% of \$12,530.00) in fees and expenses in the amount of \$26.50;

(eee) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-Seventh Monthly Interim Period from May 1, 2013 Through May 31, 2013, seeking \$18,704.00 (80% of \$23,380.00) in fees and expenses in the amount of \$1,289.82;

(fff) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifth-Eighth Monthly Interim Period from June 1, 2013 Through June 30, 2013, seeking \$34,980.00 (80% of \$43,725.00) in fees and expenses in the amount of \$3,478.25;<sup>7</sup>

(ggg) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Fifty-Ninth Interim Period from July 1, 2013 Through July 31, 2013, seeking \$11,940.00 (80% of \$14,925.00) in fees and expenses in the amount of \$287.83;

(hhh) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixtieth Monthly Interim Period from August 1, 2013 Through August 31, 2013, seeking \$8,220.00 (80% of \$10,275.00) in fees and expenses in the amount of \$30.00;

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<sup>7</sup> A Mathematical error identified by the fee auditor in the amount of \$750.00, as well as .1 hour of time (\$70.00) as administrative overhead were reduced from the amount sought in the 49<sup>th</sup> Quarter. The amount shown here is that amount sought before the reduction. The reduction is reflected in the total amounts on the charts on page 8 above.

(iii) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-First Monthly Interim Period from September 1, 2013 Through September 30, 2013, seeking \$11,100.00 (80% of \$13,875.00) in fees;<sup>8</sup>

(jjj) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-Second Interim Period from October 1, 2013 Through October 31, 2013, seeking \$5,820.00 (80% of \$7,275.00) in fees;

(kkk) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-Third Monthly Interim Period from November 1, 2013 Through November 30, 2013, seeking \$9,240.00 (80% of \$11,550.00) in fees;

(lll) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-Fourth Monthly Interim Period from December 1, 2013 Through December 31, 2013, seeking \$15,000.00 (80% of \$18,750.00) in fees and \$679.48 in expenses.

7. In addition, for the 52<sup>nd</sup> Quarterly Period, Rich filed the following monthly fee applications, containing detailed daily time logs describing the actual and necessary services provided by Rich during the quarterly fee period, as well as other detailed information required to be included in fee applications.

(mmm) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-Fifth Monthly Interim Period from January 1, 2014 Through January 31, 2014, seeking \$43,860.00 (80% of \$54,825.00) in fees and \$3,485.67 in expenses;

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<sup>8</sup> A mathematical error identified by the fee auditor in favor of the applicant in the amount of \$75.00, and \$10.00 in expenses were added to the amounts sought in the 50<sup>th</sup> Quarter. The amount shown here is that requested before the increases. The increases are reflected in the total amounts on the charts on page 8 above.

(nnn) Application of Alan B. Rich, Esq. For Compensation for Services and Reimbursement of Expenses as Counsel to the Legal Representative for Future Asbestos-related Property Damage Claimants And Holders of Demands for the Sixty-Sixth Monthly Interim Period from February 1, 2014 Through February 4, 2014, seeking \$10,800.00 (80% of \$13,500.00) in fees and \$1,750.44 in expenses.

The Sixty-Fifth and Sixty-Sixth monthly fee applications (collectively, the "Applications") are attached hereto as Exhibits "1" and "2."

8. The periods for objecting to the fee and expense reimbursements relating to the Sixty-Fifth and Sixty-Sixth monthly fee applications have each passed without any objections being filed, whereupon Rich filed Certificates of No Objection with the Court, and Rich has been paid interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

9. Rich has filed a total of 22 Quarterly Fee Applications and Rich requests that the Court approve both the interim and final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Rich from January 1, 2014 through February 4, 2014, and authorize and require payment of said amounts less any amounts previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the Monthly Fee Applications that already have been filed with the Court.

10. By this Final Fee Application, Rich requests that the Court approve the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Rich from September 29, 2008 through February 4, 2014, as detailed in the fee applications listed in paragraphs 6 and 7 above, and authorize and require

payment of said amounts less any amounts previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order.

11. At all relevant times, Rich has been a disinterested person as that term is defined in Section 101(14) of the United States Bankruptcy Code, as modified by section 1107(b) of the United States Bankruptcy Code and has not represented or held an interest adverse to the interest of the Debtors.

12. All services for which compensation is requested by Rich were performed for or on behalf of the PD FCR and not on behalf of any committee, creditor, or other person.

13. Rich believes that this Final Fee Application complies with the requirements of Del. Bankr. LR 2016-2 and the Amended Interim Compensation Order.

14. At no time during his services in this Chapter 11 case has Rich received promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases, other than the interim compensation payments pursuant to the Amended Interim Compensation Order. There is no agreement or understanding between Rich and any other person for the sharing of compensation to be received for services rendered in these cases.

15. The professional services and related expenses for which Rich requests interim and final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of Rich's professional responsibilities as counsel for the PD FCR in the Chapter 11 Cases. Rich's services have been necessary and beneficial to the PD FCR as well as the Debtors and their estates, creditors, and other parties in interest.

16. Pursuant to Fed R. Bankr. P. 2016(b), Rich has not shared, nor has agreed to share: (a) any compensation it has received or may receive with another party or person, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

WHEREFORE, Alan B. Rich, Esq. respectfully requests that the Court enter an order, providing that (a) for the period from September 29, 2008 through February 4, 2014, an administrative allowance be made to Rich in the sum of \$1,461,195.50 as compensation for reasonable and necessary professional services rendered to the PD FCR and, in the sum of \$81,420.85, for reimbursement of actual and necessary costs and expenses incurred, for a total of \$1,542,616.35; (b) that the Debtors be authorized and directed to pay to Rich the outstanding amount of such sums, less any sums previously paid to Rich pursuant to the Monthly Fee Applications and the procedures set forth in the Amended Interim Compensation Order and (c) this Court grant such other and further relief to which Rich is justly entitled.

Respectfully Submitted,



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COUNSEL TO JUDGE ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

DECLARATION

Alan B. Rich, declares as follows:

I am the counsel hired by the PD FCR with the approval of the Court, and am familiar with the legal services which I rendered to the PD FCR. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I believe that this Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 29, 2014.





**CERTIFICATE OF SERVICE**

I certify that on the 29<sup>th</sup> day of April, 2014, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.

A handwritten signature in black ink, appearing to read "MBRIL", is written above a horizontal line.

# **EXHIBIT 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                            |   |   |
|----------------------------|---|---|
| In re:                     | § | Chapter 11                                |
|                            | § |   |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF)                   |
|                            | § |   |
| <i>Debtors.</i>            | § | Jointly Administered                      |
|                            | § |   |
|                            | § | Objection Deadline: 2/24/2014; 4:00 PM ET |
|                            | § | Hearing Date: TBD (if needed)             |

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS AND  
HOLDERS OF DEMANDS FOR THE SIXTY-FIFTH MONTHLY INTERIM  
PERIOD FROM JANUARY 1, 2014 THROUGH JANUARY 31, 2014**

|   |  |
|---|--|
| Name of Applicant:  | Alan B. Rich, Esq.   |
| Authorized to Provide Services To:                                | Judge Alexander M. Sanders, Jr.,<br>Legal Representative for Future Asbestos-<br>Related Property Damage Claimants<br>and Holders of Demands |
| Date of Retention:  | September 29, 2008 ( <i>nunc pro tunc</i> )  |
| Period for Which Compensation<br>and Reimbursement is Sought:     | January 1, 2014 through January 31, 2014   |
| Amount of Fees Sought as Actual<br>Reasonable and Necessary:      | \$43,860.00 [80% of \$54,825.00]   |
| Amount of Expenses Sought as<br>Actual, Reasonable and Necessary: | \$3,485.67   |
| This is a(n):   | <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application                      |

PRIOR APPLICATIONS

| Date Filed | Period Covered          | Requested Fees <sup>1</sup> | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008  | \$5,796.00                  | \$693.50           | Paid           | Paid               |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00                 | \$3,821.18         | Paid           | Paid               |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00                 | \$4,010.79         | Paid           | Paid               |
| 1/2/2009   | 12/1/2008 to 12/31/2008 | \$18,510.00                 | \$1,482.39         | Paid           | Paid               |
| 2/1/2009   | 1/1/2009 to 1/31/2009   | \$31,740.00                 | \$2,717.34         | Paid           | Paid               |
| 3/2/2009   | 2/1/2009 to 2/28/2009   | \$32,614.00                 | \$2,420.56         | Paid           | Paid               |
| 4/2/2009   | 3/1/2009 to 3/31/2009   | \$27,186.00                 | \$4,556.30         | Paid           | Paid               |
| 5/5/2009   | 4/1/2009 to 4/30/2009   | \$25,898.00                 | \$2,612.62         | Paid           | Paid               |
| 6/2/2009   | 5/1/2009 to 5/31/2009   | \$56,304.00                 | \$5,301.01         | Paid           | Paid               |
| 7/1/2009   | 6/1/2009 to 6/30/2009   | \$56,902.00                 | \$7,769.09         | Paid           | Paid               |
| 8/22/2009  | 7/1/2009 to 7/31/2009   | \$40,296.00                 | \$4,279.60         | Paid           | Paid               |
| 9/1/2009   | 8/1/2009 to 8/31/2009   | \$56,442.00                 | \$6,484.97         | Paid           | Paid               |
| 10/1/2009  | 9/1/2009 to 9/30/2009   | \$65,184.00                 | \$6,064.05         | Paid           | Paid               |
| 11/1/2009  | 10/1/2009 to 10/31/2009 | \$28,848.00                 | \$2,337.16         | Paid           | Paid               |
| 12/1/2009  | 11/1/2009 to 11/30/2009 | \$16,176.00                 | \$10.35            | Paid           | Paid               |
| 1/3/2010   | 12/1/2009 to 12/31/2009 | \$7,200.00                  | \$194.00           | Paid           | Paid               |

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<sup>1</sup> At 80% of the total incurred.

|           |                            |             |            |      |      |
|-----------|----------------------------|-------------|------------|------|------|
| 2/1/2010  | 1/1/2010 to<br>1/31/2010   | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010  | 2/1/2010 to<br>2/28/2010   | \$7,392.00  | \$187.00   | Paid | Paid |
| 4/1/2010  | 3/1/2010 to<br>3/31/2010   | \$7,200.00  | \$150.56   | Paid | Paid |
| 5/3/2010  | 4/1/2010 to<br>4/30/2010   | \$11,040.00 | \$805.28   | Paid | Paid |
| 6/1/2010  | 5/1/2010 to<br>5/31/2010   | \$5,808.00  | \$44.00    | Paid | Paid |
| 7/1/2010  | 6/1/2010 to<br>6/30/2010   | \$9,792.00  | \$779.81   | Paid | Paid |
| 8/1/2010  | 7/1/2010 to<br>7/31/2010   | \$7,824.00  | \$208.00   | Paid | Paid |
| 9/1/2010  | 8/1/2010 to<br>8/31/2010   | \$4,272.00  | \$273.00   | Paid | Paid |
| 10/1/2010 | 9/1/2010 to<br>9/30/2010   | \$6,672.00  | \$30.00    | Paid | Paid |
| 11/1/2010 | 10/1/2010 to<br>10/31/2010 | \$3,408.00  | \$44.00    | Paid | Paid |
| 12/1/2010 | 11/1/2010 to<br>11/30/2010 | \$6,012.00  | \$0        | Paid | Paid |
| 1/3/2011  | 12/1/2010 to<br>12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011  | 1/1/2011 to<br>1/31/2011   | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011  | 2/1/2011 to<br>2/28/2011   | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011  | 3/1/2011 to<br>3/31/2011   | \$10,660.00 | \$201.00   | Paid | Paid |
| 5/2/2011  | 4/1/2011 to<br>4/30/2011   | \$13,364.00 | \$44.00    | Paid | Paid |
| 6/1/2011  | 5/1/2011 to<br>5/31/2011   | \$22,932.00 | \$243.05   | Paid | Paid |
| 7/1/2011  | 6/1/2011 to<br>6/30/2011   | \$18,824.00 | \$533.60   | Paid | Paid |
| 8/1/2011  | 7/1/2011 to<br>7/31/2011   | \$10,088.00 | \$0        | Paid | Paid |

|           |                         |             |            |      |      |
|-----------|-------------------------|-------------|------------|------|------|
| 9/1/2011  | 8/1/2011 to 8/31/2011   | \$6,708.00  | \$20.88    | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011   | \$6,500.00  | \$0        | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00  | \$0        | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00  | \$0        | Paid | Paid |
| 1/3/2012  | 12/1/2011 to 12/31/2011 | \$3,484.00  | \$30.00    | Paid | Paid |
| 2/1/2012  | 1/1/2012 to 1/31/2012   | \$8,372.00  | \$0        | Paid | Paid |
| 3/5/2012  | 2/1/2012 to 2/29/2012   | \$13,312.00 | \$30.00    | Paid | Paid |
| 4/2/2012  | 3/1/2012 to 3/31/2012   | \$8,060.00  | \$0        | Paid | Paid |
| 5/3/2012  | 4/1/2012 to 4/30/2012   | \$8,628.00  | \$637.84   | Paid | Paid |
| 6/1/2012  | 5/1/2012 to 5/31/2012   | \$18,460.00 | \$1,613.72 | Paid | Paid |
| 7/2/2012  | 6/1/2012 to 6/30/2012   | \$21,164.00 | \$1,753.72 | Paid | Paid |
| 8/1/2012  | 7/1/2012 to 7/31/2012   | \$22,400.00 | \$565.23   | Paid | Paid |
| 9/4/2012  | 8/1/2012 to 8/31/2012   | \$17,808.00 | \$0.00     | Paid | Paid |
| 10/1/2012 | 9/1/2012 to 9/30/2012   | \$5,992.00  | \$0.00     | Paid | Paid |
| 11/1/2012 | 10/1/2012 to 10/31/2012 | \$8,120.00  | \$30.00    | Paid | Paid |
| 12/4/2012 | 11/1/2012 to 11/30/2012 | \$12,880.00 | \$0.00     | Paid | Paid |
| 1/2/2013  | 12/1/2012 to 12/31/2012 | \$17,696.00 | \$339.28   | Paid | Paid |
| 2/1/2013  | 1/1/2013 to 1/31/2013   | \$28,168.00 | \$393.21   | Paid | Paid |
| 3/1/2013  | 2/1/2013 to 2/28/2013   | \$10,640.00 | \$344.94   | Paid | Paid |

|           |                         |             |            |           |           |
|-----------|-------------------------|-------------|------------|-----------|-----------|
| 4/1/2013  | 3/1/2013 to 3/31/2013   | \$11,872.00 | \$0.00     | Paid      | Paid      |
| 5/1/2013  | 4/1/2013 to 4/30/2013   | \$10,024.00 | \$26.50    | Paid      | Paid      |
| 6/3/2013  | 5/1/2013 to 5/31/2013   | \$18,704.00 | \$1,289.82 | Paid      | Paid      |
| 7/1/2013  | 6/1/2013 to 6/30/2013   | \$34,980.00 | \$3,478.25 | Paid      | Paid      |
| 8/1/2013  | 7/1/2013 to 7/31/2013   | \$11,940.00 | \$287.83   | Paid      | Paid      |
| 9/3/2013  | 8/1/2013 to 8/31/2013   | \$8,220.00  | \$30.00    | Paid      | Paid      |
| 10/1/2013 | 9/1/2013 to 9/30/2013   | \$11,100.00 | \$0.00     | Paid      | Paid      |
| 11/1/2013 | 10/1/2013 to 10/31/2013 | \$5,820.00  | \$0.00     | Paid      | Paid      |
| 12/2/2013 | 11/1/2013 to 11/30/2013 | \$9,240.00  | \$0.00     | Paid      | Paid      |
| 1/2/2014  | 12/1/2013 to 12/31/2013 | \$15,000.00 | \$679.48   | CNO Filed | CNO Filed |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 29 years, and his billing rate is \$750 per hour. In this Application period Mr. Rich billed 73.1 hours,<sup>2</sup> for a total amount billed of \$54,825.00, of which 80% is currently sought, in the amount of \$43,860.00. Expenses in the amount of \$3,485.67 were incurred for this period. The total sought in this Application is \$47,345.67.

As stated above, this is the Sixty-Fifth application for monthly fees and expenses. The time for preparation of this Application is approximately 1.5 hours, for which \$1,125.00 will be requested in a future application.

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<sup>2</sup> Travel Time, if any, is included in this figure at 50% of actual time.

COMPENSATION BY PROJECT CATEGORY

| Project Category        | Hours       | Amount           |
|-------------------------|-------------|------------------|
| Confirmation            | 59.1        | \$44,325.00      |
| Travel                  | 22.2 (100%) | \$8,325.00 (50%) |
| Fee Application Matters | 2.9         | \$2,175.00       |
| TOTAL                   | 84.2        | \$54,825.00      |

EXPENSE SUMMARY

| Description | Expense    |
|-------------|------------|
| Travel      | \$3,455.67 |
| Courtcall   | \$30.00    |
| TOTAL       | \$3,485.67 |

*[Remainder of this page intentionally blank]*



CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



---

Alan B. Rich, Esq.  
Texas Bar No. 16842350  
1201 Elm Street, Suite 4244  
Dallas, Texas 75270  
(214) 744-5100  
(214) 744-5101 [fax]  
[arich@alanrichlaw.com](mailto:arich@alanrichlaw.com)

COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 2<sup>nd</sup> day of February, 2014, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



# EXHIBIT A

## ALAN B. RICH

*Attorney and Counselor*  
4244 Renaissance Tower  
1201 Elm Street  
Dallas, Texas 75270  
Telephone 214.744.5100  
Fax 214.744.5101  
E-mail: [arich@alanrichlaw.com](mailto:arich@alanrichlaw.com)

### **INVOICE FOR PROFESSIONAL SERVICES (January, 2014)**

#### **Client**

**Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands**

#### **Matter**

***In re W. R. Grace, No. 01-1139 (Bankr. D. Del)***

| <u>Date</u> | <u>Services Performed</u>   | <u>Time</u> |
|-------------|---|-------------|
| 1/2/2014    | Prepare, file and serve 64th Monthly Fee Application and notice of filing thereof           | 1.5         |
| 1/2/2014    | Review Miscellaneous Pleadings received today   | 0.1         |
| 1/3/2014    | Review Miscellaneous Pleadings received today   | 0.1         |
| 1/3/2014    | Begin Review of Effective Date documents  | 2.1         |
| 1/4/2014    | Review Miscellaneous Pleadings received today   | 0.1         |
| 1/4/2014    | Review Amendments to Schedules "F" of Liabilities for WR Grace & Co.-Conn                   | 0.2         |
| 1/4/2014    | Review Amended Notice to Amendments to Schedules "F" of Liabilities for WR Grace & Co.-Conn | 0.2         |
| 1/6/2014    | Emails re changes to Effective Date documents   | 0.2         |

|          |  |     |
|----------|--|-----|
| 1/6/2014 | Review Class 7A PD Trustee's proposed changes to By-Laws and the PD Trust Agreement and emails re same | 0.6 |
| 1/6/2014 | Prepare, file and serve 48th Monthly Fee Application of the PD FCR and notice of filing thereof        | 0.7 |
| 1/6/2014 | Continue Review of Effective Date documents  | 2.0 |
| 1/6/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/7/2014 | Emails with client re By-Laws and effective date meeting   | 0.1 |
| 1/7/2014 | Review PD Trustee changes to PD Trust Agreement and By-Laws and emails re same                         | 0.3 |
| 1/7/2014 | Continue Review of Effective Date documents  | 2.5 |
| 1/7/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/7/2014 | Review 45th Monthly Fee Application of Lauzon Belanger Lesperance, Canadian ZAI counsel                | 0.1 |
| 1/7/2014 | Review 45th Monthly Fee Application of the Hogan Firm, Canadian ZAI counsel                            | 0.1 |
| 1/7/2014 | Review 45th Monthly Fee Application of Scarfone Hawkins, Canadian ZAI counsel                          | 0.1 |
| 1/7/2014 | Email with Debtors' counsel re effective date documents  | 0.1 |
| 1/7/2014 | Review Sonoma County Request to be removed from mailing lists  | 0.1 |
| 1/7/2014 | Review Debtors' Exit Financing Motion with Sealed Exhibits   | 1.0 |
| 1/7/2014 | Review debtors' changes to PI Trust Agreement  | 0.2 |
| 1/8/2014 | Emails with PD Trust counsel re effective date documents   | 0.1 |
| 1/8/2014 | Conclude review of Effective Date documents  | 1.0 |
| 1/8/2014 | Travel to New York for meeting with Plan Proponents re Effective Date preparations (5.2 hrs. @ ½)      | 2.6 |

|           |   |     |
|-----------|---|-----|
| 1/8/2014  | Review 151st Monthly Fee Application of Delaware counsel to the PD Committee  | 0.1 |
| 1/8/2014  | Conference call with PD Trust parties re status   | 0.2 |
| 1/8/2014  | Review PI FCR changes to Medicare reporting provisions of the PI Trust Agreement                                      | 0.2 |
| 1/8/2014  | Review Miscellaneous Pleadings received today   | 0.2 |
| 1/9/2014  | Emails with client re effective date meeting  | 0.1 |
| 1/9/2014  | Emails with PI FCR counsel re Intercreditor Agreement   | 0.1 |
| 1/9/2014  | Meeting with Plan Proponents re preparation for Effective Date  | 5.0 |
| 1/9/2014  | Travel from New York to Dallas following Effective Date preparation meeting (5.4 hrs. @ ½)                            | 2.7 |
| 1/9/2014  | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/9/2014  | Emails with PD Trust parties and debtors re effective date issues   | 0.2 |
| 1/10/2014 | Review email from US Trustee re Exit Financing motion   | 0.1 |
| 1/10/2014 | Review undisputed claim exhibit   | 0.5 |
| 1/10/2014 | Review draft changes to Class 7A Deferred Payment agreement and emails re same  | 0.2 |
| 1/10/2014 | Review new Fresenius Release and revised draft of the Stipulation of Dismissal of Fresenius and Sealed Air litigation | 0.3 |
| 1/10/2014 | Review Sealed Air changes to Effective Date documents   | 1.0 |
| 1/10/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/11/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/13/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/14/2014 | Review 4Q2014 Statement of Ordinary Course Professional's compensation  | 0.2 |
| 1/14/2014 | Review Miscellaneous Pleadings received today   | 0.1 |

|           |  |     |
|-----------|--|-----|
| 1/15/2014 | Email from Debtors' counsel re planning meeting  | 0.1 |
| 1/15/2014 | Review Revised Set of Effective Date documents received from Debtors                                 | 3.0 |
| 1/15/2014 | Emails with client re planning meeting   | 0.1 |
| 1/15/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/15/2014 | Review Certificate of No Objection re Settlement with Bank Lenders                                   | 0.1 |
| 1/15/2014 | Review inserts from PI Trust counsel   | 0.2 |
| 1/16/2014 | Review PD Trustee changes to PD Trust Agreement re Canadian ZAI payment and emails re same           | 0.3 |
| 1/16/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/17/2014 | Review Order Approving Bank Lender settlement  | 0.1 |
| 1/17/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/17/2014 | Review Notice of Filing Redacted Exhibits to Exit Financing Motion                                   | 0.5 |
| 1/18/2014 | Review emails regarding exit financing motion  | 0.1 |
| 1/18/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/20/2014 | Review PI Trust counsel comments to various effective date documents                                 | 1.0 |
| 1/20/2014 | Review Blacklines of PD Trust Agreement from Debtor to reflect accepted changes of the 7A PD Trustee | 0.4 |
| 1/21/2014 | Email to Debtors' counsel and PD parties re changes to PD Trust agreement                            | 0.1 |
| 1/21/2014 | Review 46th Monthly Fee Application of Lauzon Belanger Lesperance, Canadian ZAI counsel              | 0.1 |
| 1/21/2014 | Review 46th Monthly Fee Application of the Hogan Firm, Canadian ZAI counsel                          | 0.1 |
| 1/21/2014 | Review 46th Monthly Fee Application of Scarfone Hawkins, Canadian ZAI counsel                        | 0.1 |

|           |  |     |
|-----------|--|-----|
| 1/21/2014 | Review Certificate of No Objection re 3Q13 Fee Application of Ferry, Joseph, Delaware counsel to the PD Committee                          | 0.1 |
| 1/21/2014 | Review Certificate of No Objection re 3Q13 Fee Application of Bilzin Sumberg, counsel to the PD Committee                                  | 0.1 |
| 1/21/2014 | Review Certificate of No Objection re 148th monthly fee application of Bilzen Sumberg, PD committee counsel                                | 0.1 |
| 1/21/2014 | Review Certificate of No Objection re 150th monthly fee application of Ferry Joseph, Delaware counsel to PD committee                      | 0.1 |
| 1/21/2014 | Email to parties regarding PI Trust counsel proposed changes to Effective Date documents   | 0.1 |
| 1/21/2014 | Emails with PD Trust counsel re meeting  | 0.1 |
| 1/21/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/21/2014 | Emails with ZTAC members re changes to PD Trust Agreement  | 0.2 |
| 1/21/2014 | Review Notice of Filing of list of Undisputed Claims   | 0.2 |
| 1/21/2014 | Review First Supplemental Declaration of Roger Frankel re PI FCR counsel retention   | 0.1 |
| 1/21/2014 | Review revisions to Effective Date documents received from debtors' counsel  | 0.7 |
| 1/22/2014 | Review revisions to Effective Date documents received from Sealed Air counsel  | 0.5 |
| 1/22/2014 | Travel to and in New York for pre-Effective Date meeting (5.2 hrs. @ ½)  | 2.6 |
| 1/22/2014 | Prepare for and attend pre-Effective Date meeting at the office of Debtors' counsel, including review of additional revisions to documents | 4.3 |
| 1/22/2014 | Review of PD Trust D&O quotes and policy forms   | 1.5 |
| 1/22/2014 | Review PD Settlements Payee spreadsheets   | 0.5 |
| 1/22/2014 | Review Miscellaneous Pleadings received today  | 0.1 |

|           |   |     |
|-----------|---|-----|
| 1/22/2014 | Prepare, file and serve CNO for 64th Monthly Fee Application                                  | 0.2 |
| 1/22/2014 | Review emails re Trust EIN  | 0.1 |
| 1/22/2014 | Review PD Trust 7A initial budget and emails re same  | 0.2 |
| 1/23/2014 | Emails with debtors' counsel re PD Trust Agreement  | 0.1 |
| 1/23/2014 | Conference with client re status  | 0.1 |
| 1/23/2014 | Emails from ZTAC re documents   | 0.1 |
| 1/23/2014 | Travel from New York to Dallas (6.4 hrs. @ ½)   | 3.2 |
| 1/23/2014 | Review revisions to PD Trust agreement  | 0.2 |
| 1/23/2014 | Emails re closing documents   | 0.1 |
| 1/23/2014 | Emails re BMC and PD Trust  | 0.1 |
| 1/23/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/23/2014 | Emails re D&O Insurance   | 0.1 |
| 1/24/2014 | Emails re Effective Date original documents   | 0.1 |
| 1/24/2014 | Emails re D&O coverage  | 0.1 |
| 1/24/2014 | Review additional changes/comments of Sealed Air to PD Trust Agreement and PI Trust Agreement | 0.2 |
| 1/24/2014 | Begin Review of Final Drafts of Effective Date documents                                      | 2.0 |
| 1/24/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/24/2014 | Emails re PD Trust Agreement  | 0.1 |
| 1/24/2014 | Review PI Committee changes to latest versions of Effective Date documents                    | 0.3 |
| 1/25/2014 | Conclude review of Final Drafts of Effective Date documents                                   | 2.0 |
| 1/25/2014 | Review Miscellaneous Pleadings received today   | 0.1 |



|           |  |     |
|-----------|--|-----|
| 1/25/2014 | Review Certificate of No Objection re Exit Financing motion  | 0.1 |
| 1/25/2014 | Review Certificate of No Objection re motion to approve Addendum to the Amended and Restated Settlement Agreement Between W. R. Grace & Co. and Harper Insurance Ltd | 0.1 |
| 1/25/2014 | Emails with WRG counsel re revisions to PD documents   | 0.1 |
| 1/27/2014 | Review additional PI Committee changes to certificates   | 0.2 |
| 1/27/2014 | Emails re PD Trust EIN's   | 0.1 |
| 1/27/2014 | Review Additional PI Committee changes to various effective date documents and email to WRG counsel re same  | 0.4 |
| 1/27/2014 | Review Agenda for January Omnibus hearing  | 0.1 |
| 1/27/2014 | Review Execution Copies of Effective Date documents and emails re same   | 3.0 |
| 1/27/2014 | Email to client re January omnibus hearing   | 0.1 |
| 1/27/2014 | Review Miscellaneous Pleadings received today  | 0.1 |
| 1/27/2014 | Emails re Trust D&O coverage and review of files re same   | 0.3 |
| 1/27/2014 | Emails re ZAI Trust meeting  | 0.1 |
| 1/27/2014 | Telephone call with Aon re D&O issues  | 0.2 |
| 1/27/2014 | Prepare, file and serve CNO for 48th Monthly Fee Application of PD FCR   | 0.2 |
| 1/27/2014 | Review additional changes to Warrant Agreement   | 0.1 |
| 1/27/2014 | Review Wilmington Trust agreemeent   | 0.2 |
| 1/27/2014 | Review additional changes to effective date documents by Sealed Air  | 0.3 |
| 1/27/2014 | Emails re closing date logistics   | 0.2 |
| 1/28/2014 | Emails re D&O coverage   | 0.3 |
| 1/28/2014 | Review Miscellaneous Pleadings received today  | 0.1 |

|           |   |     |
|-----------|---|-----|
| 1/28/2014 | Review Revised Set of Execution Effective Date documents received from Debtors                  | 2.0 |
| 1/28/2014 | Emails with client re closing   | 0.1 |
| 1/28/2014 | Review Order Approving Exit Financing Motion  | 0.1 |
| 1/28/2014 | Review Order Approving Amended Harper Insurance Settlement                                      | 0.1 |
| 1/28/2014 | Review Amended Agenda for January Omnibus hearing   | 0.1 |
| 1/28/2014 | Email to client re January omnibus hearing  | 0.1 |
| 1/28/2014 | Telephone call with PD Trustee re D&O coverage  | 0.1 |
| 1/28/2014 | Emails with client and various parties re ZAI counsel fee motion                                | 0.2 |
| 1/29/2014 | Attend January Omnibus hearing  | 0.2 |
| 1/29/2014 | Emails re D&O insurance and review of underwriting submittal materials                          | 0.5 |
| 1/29/2014 | Emails and analysis re proposed 7B subordination agreement                                      | 0.3 |
| 1/29/2014 | Review Miscellaneous Pleadings received today   | 0.1 |
| 1/29/2014 | Review Notice of Filing of Updated Effective Date Documents and Exhibits                        | 1.5 |
| 1/29/2014 | Review CNO for 45th Monthly Fee Application of Lauzon Belanger Lesperance, Canadian ZAI counsel | 0.1 |
| 1/29/2014 | Review CNO for 45th Monthly Fee Application of the Hogan Firm, Canadian ZAI counsel             | 0.1 |
| 1/29/2014 | Review CNO for 45th Monthly Fee Application of Scarfone Hawkins, Canadian ZAI counsel           | 0.1 |
| 1/29/2014 | Review 16th Quarterly Fee Application of Lauzon Belanger Lesperance, Canadian ZAI counsel       | 0.2 |
| 1/29/2014 | Review 16th Quarterly Fee Application of the Hogan Firm, Canadian ZAI counsel                   | 0.2 |

|           |  |     |
|-----------|--|-----|
| 1/29/2014 | Review 16th Quarterly Fee Application of Scarfone Hawkins,<br>Canadian ZAI counsel                 | 0.2 |
| 1/29/2014 | Review Revised PD 7A Trust budget and emails re same   | 0.2 |
| 1/29/2014 | Email from Debtors' counsel re final documents   | 0.1 |
| 1/29/2014 | Email from Debtors' counsel re rescheduled closing time  | 0.1 |
| 1/29/2014 | Correspondence to Debtor from PI Trust re signature pages  | 0.1 |
| 1/30/2014 | Conference with client re status   | 0.1 |
| 1/30/2014 | Emails re ZAI fee application  | 0.1 |
| 1/30/2014 | Emails re closing  | 0.1 |
| 1/30/2014 | Review Miscellaneous Pleadings received today  | 0.2 |
| 1/30/2014 | Review revised PD Trust D&O proposals and emails re same   | 0.5 |
| 1/30/2014 | Email re Wilmington Trust agreement, executed agreement<br>and documents to be executed at closing | 0.2 |
| 1/30/2014 | Emails with Verus re PD Trust  | 0.1 |
| 1/31/2014 | Review Miscellaneous Pleadings received today  | 0.1 |
| 1/31/2014 | Conference with client re closing  | 0.1 |
| 1/31/2014 | Review draft notice of filing and Waivers of Effective Date conditions                             | 0.2 |
| 1/31/2014 | Review 149th monthly fee application of Bilzen Sumberg,<br>PD committee counsel                    | 0.1 |
| 1/31/2014 | Review 150th monthly fee application of Bilzen Sumberg,<br>PD committee counsel                    | 0.1 |
| 1/31/2014 | Review draft affidavit re special counsel fee application and emails re same                       | 0.3 |
| 1/31/2014 | Review Amended Notice of Undisputed Claims   | 0.4 |
| 1/31/2014 | Review PI FCR's Motion to Employ Frankel Wyron, LLP  | 0.5 |

|           |   |     |
|-----------|---|-----|
| 1/31/2014 | Review Notice of Transfer of Solow PD Settlement and emails re same | 0.4 |
| 1/31/2014 | Review Notice of Address Change for PI FCR and counsel              | 0.1 |
| 1/31/2014 | Review Second Supplemental Affidavit of Disinterestedness of PI FCR | 0.1 |

Total: 73.1 hours @ \$750/hour = \$54,825.00

Expenses: \$3,485.67 (See attached detail)

Total Fees and Expenses Due: \$58,310.67

EXPENSES FOR JANUARY 2014

| DATE      | DESCRIPTION OF EXPENSE             | AMOUNT     |
|-----------|------------------------------------|------------|
| 1/8/2014  | Round Trip Coach Airfare (DFW-LGA) | \$1,237.00 |
| 1/8/2014  | Taxi to Hotel                      | \$44.79    |
| 1/8/2014  | Dinner                             | \$40.37    |
| 1/8/2014  | Taxi to Hotel                      | \$10.00    |
| 1/9/2014  | Hotel                              | \$332.48   |
| 1/9/2014  | Internet Access                    | \$15.95    |
| 1/9/2014  | Airport Parking                    | \$55.13    |
| 1/22/2014 | Round Trip Coach Airfare (DFW-LGA) | \$1,237.00 |
| 1/22/2014 | Taxi to Counsel's Office           | \$37.50    |
| 1/22/2014 | Lunch                              | \$9.58     |
| 1/22/2014 | Taxi to Hotel                      | \$9.00     |
| 1/22/2014 | Hotel                              | \$269.68   |
| 1/22/2014 | Internet Access                    | \$16.24    |
| 1/22/2014 | Dinner                             | \$36.00    |
| 1/22/2014 | Taxi to Hotel                      | \$15.00    |
| 1/23/2014 | Lunch                              | \$19.82    |
| 1/23/2014 | Taxi to Airport (partial)          | \$15.00    |
| 1/23/2014 | Airport Parking                    | \$55.13    |
| 1/29/2014 | Courtcall                          | \$30.00    |
| Total     |                                    | \$3,485.67 |

# **EXHIBIT 2**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                            |   |   |
|----------------------------|---|---|
| In re:                     | § | Chapter 11                                |
|                            | § |   |
| W. R. GRACE & CO., et al., | § | Case No. 01-01139 (JKF)                   |
|                            | § |   |
| <i>Debtors.</i>            | § | Jointly Administered                      |
|                            | § |   |
|                            | § | Objection Deadline: 3/24/2014; 4:00 PM ET |
|                            | § | Hearing Date: TBD (if needed)             |

**SUMMARY OF APPLICATION OF ALAN B. RICH, ESQ. FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE LEGAL REPRESENTATIVE FOR  
FUTURE ASBESTOS-RELATED PROPERTY DAMAGE CLAIMANTS AND  
HOLDERS OF DEMANDS FOR THE SIXTY-SIXTH MONTHLY INTERIM  
PERIOD FROM FEBRUARY 1, 2014 THROUGH FEBRUARY 4, 2014**

|   |  |
|---|--|
| Name of Applicant:  | Alan B. Rich, Esq.   |
| Authorized to Provide Services To:                                | Judge Alexander M. Sanders, Jr.,<br>Legal Representative for Future Asbestos-<br>Related Property Damage Claimants<br>and Holders of Demands |
| Date of Retention:  | September 29, 2008 ( <i>nunc pro tunc</i> )  |
| Period for Which Compensation<br>and Reimbursement is Sought:     | February 1, 2014 through February 4, 2014  |
| Amount of Fees Sought as Actual<br>Reasonable and Necessary:      | \$10,800.00 [80% of \$13,500.00]   |
| Amount of Expenses Sought as<br>Actual, Reasonable and Necessary: | \$1,750.44   |
| This is a(n):   | <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application                      |

PRIOR APPLICATIONS

| Date Filed | Period Covered          | Requested Fees <sup>1</sup> | Requested Expenses | Status of Fees | Status of Expenses |
|------------|-------------------------|-----------------------------|--------------------|----------------|--------------------|
| 11/15/2008 | 9/29/2008 to 9/30/2008  | \$5,796.00                  | \$693.50           | Paid           | Paid               |
| 11/15/2008 | 10/1/2008 to 10/30/2008 | \$24,380.00                 | \$3,821.18         | Paid           | Paid               |
| 12/11/2008 | 11/1/2008 to 11/30/2008 | \$35,326.00                 | \$4,010.79         | Paid           | Paid               |
| 1/2/2009   | 12/1/2008 to 12/31/2008 | \$18,510.00                 | \$1,482.39         | Paid           | Paid               |
| 2/1/2009   | 1/1/2009 to 1/31/2009   | \$31,740.00                 | \$2,717.34         | Paid           | Paid               |
| 3/2/2009   | 2/1/2009 to 2/28/2009   | \$32,614.00                 | \$2,420.56         | Paid           | Paid               |
| 4/2/2009   | 3/1/2009 to 3/31/2009   | \$27,186.00                 | \$4,556.30         | Paid           | Paid               |
| 5/5/2009   | 4/1/2009 to 4/30/2009   | \$25,898.00                 | \$2,612.62         | Paid           | Paid               |
| 6/2/2009   | 5/1/2009 to 5/31/2009   | \$56,304.00                 | \$5,301.01         | Paid           | Paid               |
| 7/1/2009   | 6/1/2009 to 6/30/2009   | \$56,902.00                 | \$7,769.09         | Paid           | Paid               |
| 8/22/2009  | 7/1/2009 to 7/31/2009   | \$40,296.00                 | \$4,279.60         | Paid           | Paid               |
| 9/1/2009   | 8/1/2009 to 8/31/2009   | \$56,442.00                 | \$6,484.97         | Paid           | Paid               |
| 10/1/2009  | 9/1/2009 to 9/30/2009   | \$65,184.00                 | \$6,064.05         | Paid           | Paid               |
| 11/1/2009  | 10/1/2009 to 10/31/2009 | \$28,848.00                 | \$2,337.16         | Paid           | Paid               |
| 12/1/2009  | 11/1/2009 to 11/30/2009 | \$16,176.00                 | \$10.35            | Paid           | Paid               |
| 1/3/2010   | 12/1/2009 to 12/31/2009 | \$7,200.00                  | \$194.00           | Paid           | Paid               |

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<sup>1</sup> At 80% of the total incurred.



|           |                            |             |            |      |      |
|-----------|----------------------------|-------------|------------|------|------|
| 2/1/2010  | 1/1/2010 to<br>1/31/2010   | \$29,088.00 | \$2,415.28 | Paid | Paid |
| 3/2/2010  | 2/1/2010 to<br>2/28/2010   | \$7,392.00  | \$187.00   | Paid | Paid |
| 4/1/2010  | 3/1/2010 to<br>3/31/2010   | \$7,200.00  | \$150.56   | Paid | Paid |
| 5/3/2010  | 4/1/2010 to<br>4/30/2010   | \$11,040.00 | \$805.28   | Paid | Paid |
| 6/1/2010  | 5/1/2010 to<br>5/31/2010   | \$5,808.00  | \$44.00    | Paid | Paid |
| 7/1/2010  | 6/1/2010 to<br>6/30/2010   | \$9,792.00  | \$779.81   | Paid | Paid |
| 8/1/2010  | 7/1/2010 to<br>7/31/2010   | \$7,824.00  | \$208.00   | Paid | Paid |
| 9/1/2010  | 8/1/2010 to<br>8/31/2010   | \$4,272.00  | \$273.00   | Paid | Paid |
| 10/1/2010 | 9/1/2010 to<br>9/30/2010   | \$6,672.00  | \$30.00    | Paid | Paid |
| 11/1/2010 | 10/1/2010 to<br>10/31/2010 | \$3,408.00  | \$44.00    | Paid | Paid |
| 12/1/2010 | 11/1/2010 to<br>11/30/2010 | \$6,012.00  | \$0        | Paid | Paid |
| 1/3/2011  | 12/1/2010 to<br>12/31/2010 | \$13,572.00 | \$1,146.02 | Paid | Paid |
| 2/1/2011  | 1/1/2011 to<br>1/31/2011   | \$13,416.00 | \$1,247.19 | Paid | Paid |
| 3/1/2011  | 2/1/2011 to<br>2/28/2011   | \$17,992.00 | \$1,509.34 | Paid | Paid |
| 4/1/2011  | 3/1/2011 to<br>3/31/2011   | \$10,660.00 | \$201.00   | Paid | Paid |
| 5/2/2011  | 4/1/2011 to<br>4/30/2011   | \$13,364.00 | \$44.00    | Paid | Paid |
| 6/1/2011  | 5/1/2011 to<br>5/31/2011   | \$22,932.00 | \$243.05   | Paid | Paid |
| 7/1/2011  | 6/1/2011 to<br>6/30/2011   | \$18,824.00 | \$533.60   | Paid | Paid |
| 8/1/2011  | 7/1/2011 to<br>7/31/2011   | \$10,088.00 | \$0        | Paid | Paid |

|           |                         |             |            |      |      |
|-----------|-------------------------|-------------|------------|------|------|
| 9/1/2011  | 8/1/2011 to 8/31/2011   | \$6,708.00  | \$20.88    | Paid | Paid |
| 10/3/2011 | 9/1/2011 to 9/30/2011   | \$6,500.00  | \$0        | Paid | Paid |
| 11/1/2011 | 10/1/2011 to 10/31/2011 | \$6,396.00  | \$0        | Paid | Paid |
| 12/5/2011 | 11/1/2011 to 11/30/2011 | \$6,084.00  | \$0        | Paid | Paid |
| 1/3/2012  | 12/1/2011 to 12/31/2011 | \$3,484.00  | \$30.00    | Paid | Paid |
| 2/1/2012  | 1/1/2012 to 1/31/2012   | \$8,372.00  | \$0        | Paid | Paid |
| 3/5/2012  | 2/1/2012 to 2/29/2012   | \$13,312.00 | \$30.00    | Paid | Paid |
| 4/2/2012  | 3/1/2012 to 3/31/2012   | \$8,060.00  | \$0        | Paid | Paid |
| 5/3/2012  | 4/1/2012 to 4/30/2012   | \$8,628.00  | \$637.84   | Paid | Paid |
| 6/1/2012  | 5/1/2012 to 5/31/2012   | \$18,460.00 | \$1,613.72 | Paid | Paid |
| 7/2/2012  | 6/1/2012 to 6/30/2012   | \$21,164.00 | \$1,753.72 | Paid | Paid |
| 8/1/2012  | 7/1/2012 to 7/31/2012   | \$22,400.00 | \$565.23   | Paid | Paid |
| 9/4/2012  | 8/1/2012 to 8/31/2012   | \$17,808.00 | \$0.00     | Paid | Paid |
| 10/1/2012 | 9/1/2012 to 9/30/2012   | \$5,992.00  | \$0.00     | Paid | Paid |
| 11/1/2012 | 10/1/2012 to 10/31/2012 | \$8,120.00  | \$30.00    | Paid | Paid |
| 12/4/2012 | 11/1/2012 to 11/30/2012 | \$12,880.00 | \$0.00     | Paid | Paid |
| 1/2/2013  | 12/1/2012 to 12/31/2012 | \$17,696.00 | \$339.28   | Paid | Paid |
| 2/1/2013  | 1/1/2013 to 1/31/2013   | \$28,168.00 | \$393.21   | Paid | Paid |
| 3/1/2013  | 2/1/2013 to 2/28/2013   | \$10,640.00 | \$344.94   | Paid | Paid |

|           |                         |             |            |      |      |
|-----------|-------------------------|-------------|------------|------|------|
| 4/1/2013  | 3/1/2013 to 3/31/2013   | \$11,872.00 | \$0.00     | Paid | Paid |
| 5/1/2013  | 4/1/2013 to 4/30/2013   | \$10,024.00 | \$26.50    | Paid | Paid |
| 6/3/2013  | 5/1/2013 to 5/31/2013   | \$18,704.00 | \$1,289.82 | Paid | Paid |
| 7/1/2013  | 6/1/2013 to 6/30/2013   | \$34,980.00 | \$3,478.25 | Paid | Paid |
| 8/1/2013  | 7/1/2013 to 7/31/2013   | \$11,940.00 | \$287.83   | Paid | Paid |
| 9/3/2013  | 8/1/2013 to 8/31/2013   | \$8,220.00  | \$30.00    | Paid | Paid |
| 10/1/2013 | 9/1/2013 to 9/30/2013   | \$11,100.00 | \$0.00     | Paid | Paid |
| 11/1/2013 | 10/1/2013 to 10/31/2013 | \$5,820.00  | \$0.00     | Paid | Paid |
| 12/2/2013 | 11/1/2013 to 11/30/2013 | \$9,240.00  | \$0.00     | Paid | Paid |
| 1/2/2014  | 12/1/2013 to 12/31/2013 | \$15,000.00 | \$679.48   | Paid | Paid |
| 2/2/2014  | 1/1/2014 to 1/31/2014   | \$43,860.00 | \$3,485.67 | Paid | Paid |

Alan B. Rich is the only attorney providing services in this Fee Application period. Mr. Rich has practiced law for 29 years, and his billing rate is \$750 per hour. In this Application period Mr. Rich billed 18.0 hours,<sup>2</sup> for a total amount billed of \$13,500.00, of which 80% is currently sought, in the amount of \$10,800.00. Expenses in the amount of \$1,750.44 were incurred for this period. The total sought in this Application is \$12,550.44.

As stated above, this is the Sixty-Sixth application for monthly fees and expenses. The time for preparation of this Application is approximately 1.0 hour.

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<sup>2</sup> Travel Time, if any, is included in this figure at 50% of actual time.

COMPENSATION BY PROJECT CATEGORY

| Project Category        | Hours       | Amount           |
|-------------------------|-------------|------------------|
| Confirmation            | 9.9         | \$7,425.00       |
| Travel                  | 13.2 (100%) | \$4,950.00 (50%) |
| Fee Application Matters | 1.5         | \$1,125.00       |
| TOTAL                   | 24.6        | \$13,500.00      |

EXPENSE SUMMARY

| Description | Expense    |
|-------------|------------|
| Travel      | \$1,750.44 |
| TOTAL       | \$1,750.44 |

*[Remainder of this page intentionally blank]*

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 2016-2(f)

I, Alan B. Rich, a professional person seeking approval of this Monthly Fee Application, and having reviewed the requirements of Local Rule 2016-2, hereby certify that in my opinion, this Monthly Fee Application complies with Local Rule 2016-2.

Respectfully Submitted,



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Texas Bar No. 16842350  
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(214) 744-5100  
(214) 744-5101 [fax]  
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COUNSEL TO HON. ALEXANDER  
M. SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE  
ASBESTOS-RELATED PROPERTY  
DAMAGE CLAIMANTS AND HOLDERS  
OF DEMANDS

CERTIFICATE OF SERVICE

I certify that on the 3<sup>rd</sup> day of March, 2014, this document was served through the ECF system on all persons who have requested notice through the ECF system, and upon the special notice parties by electronic mail.



# EXHIBIT A

## ALAN B. RICH

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1201 Elm Street  
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### **INVOICE FOR PROFESSIONAL SERVICES (February, 2014)**

#### **Client**

**Judge Alexander M. Sanders, Jr., Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands**

#### **Matter**

***In re W. R. Grace, No. 01-1139 (Bankr. D. Del)***

| <u>Date</u> | <u>Services Performed</u>   | <u>Time</u> |
|-------------|---|-------------|
| 2/1/2014    | Review Stipulation of Dismissal without Prejudice in Bank Lender Appeal               | 0.1         |
| 2/1/2014    | Review Miscellaneous Pleadings Received Today   | 0.1         |
| 2/1/2014    | Review Revised Acknowledgement and Waiver re Effective Date Conditions                | 0.2         |
| 2/1/2014    | Review Stipulation of Dismissal of Abner vs. WR Grace                                 | 0.1         |
| 2/1/2014    | Review Stipulation of Dismissal of Woodward vs. FMC                                   | 0.1         |
| 2/1/2014    | Review Stipulation of Dismissal of Committee actions against FMC and Sealed Air       | 0.1         |
| 2/1/2014    | Review Stipulation of Dismissal of Lewis vs. FMC                                      | 0.1         |
| 2/1/2014    | Review Stipulation and Agreed Order Withdrawing and Expunging PD Claims (Dies & Hile) | 0.1         |

|          |  |     |
|----------|--|-----|
| 2/2/2014 | Prepare, file and serve 65th Monthly Fee Application and Notice of Filing thereof        | 1.5 |
| 2/2/2014 | Review Revised Checklist of signature pages  | 0.1 |
| 2/2/2014 | Review Revisions to PD Trust Agreement   | 0.2 |
| 2/2/2014 | Review final of Acknowledgement and Waiver re Effective Date Conditions                  | 0.1 |
| 2/2/2014 | Review final Notice of Filing of Acknowledgement and Waiver re Effective Date Conditions | 0.1 |
| 2/2/2014 | Travel to New York for Closing (5.2 hrs. @ 50%)  | 2.6 |
| 2/3/2014 | Attend Closing   | 7.0 |
| 2/3/2014 | Travel from NY to Dallas (8.0 hrs. @ 50%)  | 4.0 |
| 2/3/2014 | Prepare Quarterly Fee Application and Notice of Filing thereof                           | 1.5 |

Total: 18.0 hours @ \$750/hour = \$13,500.00

Expenses: \$1,750.44 (see attached detail)

Total Fees and Expenses Due: \$15,250.44